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9 **UNITED STATES DISTRICT COURT**  
10 **NORTHERN DISTRICT OF CALIFORNIA**  
11 **SAN JOSE DIVISION**

12  
13 IN RE HIGH-TECH EMPLOYEE  
14 ANTITRUST LITIGATION

15 THIS DOCUMENT RELATES TO:  
16 ALL ACTIONS

Master Docket No. 11-CV-2509-LHK

**DECLARATION OF CHRISTINA J.  
BROWN IN SUPPORT OF RENEWED  
ADMINISTRATIVE MOTION TO SEAL**

1 I, Christina Brown, declare as follows:

2 1. I am a member of the Bar of the State of California and a counsel of the law firm  
3 of O'Melveny & Myers LLP, attorneys for Defendant Apple Inc. I submit this declaration in  
4 support of Defendants' Renewed Administrative Motion to Seal. I make this declaration based on  
5 my own personal knowledge and information provided to me. If called to testify as a witness, I  
6 could and would do so competently.

7 2. In accordance with the Court's Order Granting in Part and Denying in Part  
8 Motions to Seal ("Sealing Order") (Dkt. 273), and as set forth in the Renewed Administrative  
9 Motion to Seal, Apple seeks to seal only limited portions of Exhibit 16 to the Brown Declaration  
10 in Support of Defendants' Opposition to Plaintiffs' Motion for Class Certification ("Brown  
11 Declaration"), including portions of the Declaration of Steven Burmeister and attached exhibits B  
12 and C. These portions contain Apple's most sensitive and highly confidential information  
13 regarding its compensation strategies and practices. I have reviewed these documents, and I  
14 believe that there is good cause to maintain under seal the portions set forth below. As described  
15 below, they contain, rely upon, and reflect information designated by Apple as CONFIDENTIAL  
16 – ATTORNEYS' EYES ONLY under the Stipulated Protective Order entered by the Court on  
17 January 24, 2012 (Dkt. 107).

18 3. The following portions of the Declaration of Steven Burmeister (Exhibit 16 to the  
19 Brown Declaration) contain Apple's highly confidential and competitively sensitive employee  
20 compensation strategies and practices:

- 21 • Paragraph 4 (at page 2, line 24 to page 3, line 2) describes Apple's specific strategies and  
22 practices with respect to adjusting budgets for employee compensation;
- 23 • Paragraph 6 ( at page 3, lines 22-28) describes Apple's specific strategies and practices for  
24 allocating employee compensation budgets;
- 25 • Paragraph 7 (at page 4, lines 13-17 and 19-20) describes Apple's specific strategies and  
26 practices with respect to determining and adjusting employees' compensation;
- 27 • Paragraph 8 (at page 4, lines 24-28) describes one of Apple's specific strategies with  
28 respect to determining employee compensation;

- Paragraph 9 (at page 5, lines 6-8) describes Apple's specific strategies and practices with respect to determining and adjusting employees' compensation;
- Paragraph 10 (at page 5, lines 10-14 and lines 17-19) describes Apple's strategies and efforts to update its employee job levels and compensation structure;
- Exhibit B (redacted portions) reflects Apple's specific employee job levels and salary data;
- Exhibit C (redacted portions) reflects Apple's specific employee compensation strategies, practices, and data.

4. As set forth in the Declaration of Mark Bentley Pursuant to Civil Local Rule 79-5(d) in Support of Administrative Motion to File Under Seal at ¶ 4 (Dkt. 204) and the Declaration of Steven Burmeister in Support of Defendants' Opposition to Plaintiffs' Motion for Class Certification at ¶ 11 (Dkt. 215-4), such information is extremely sensitive, and Apple considers it to be, and treats it as, confidential, proprietary, and competitively sensitive. Apple would suffer serious competitive harm if this information were disclosed because its competitors would gain detailed data and insight into its confidential and proprietary employee compensation practices and strategies. Public disclosure of this information would deprive Apple of its investment in developing these strategies and put Apple at a significant disadvantage with respect to recruiting, hiring, and compensating its employees. Apple would therefore be prejudiced if this information were made available to the general public.

5. Because these portions of the documents cannot be publicly disclosed without causing serious harm, as described above, Apple requests that they be maintained under seal and redacted from the publicly-filed versions of the documents.

I declare under penalty of perjury under the laws of the United States that the above is true and correct.

Executed on January 22, 2013, in San Francisco, California.

By: /s/ Christina Brown  
Christina Brown